

UNITED STATES OF AMERICA,

Plaintiff,

v.

CHANCELLOR MEDIA CORPORATION

and

WHITECO INDUSTRIES, INC.

and

METRO MANAGEMENT ASSOCIATES

Defendants.

Civil Action No. 1:98CV02876
Judge Colleen Kollar-Koetelly

Plaintiff, the United States of America, submits this short memorandum summarizing the procedures regarding the Court’s entry of the proposed Final Judgment. The Judgment would settle this case pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. §§ 16 (b)-(h) (the “APPA”), which applies to civil antitrust cases brought and settled by the United States.

1. Today, plaintiff has filed a Complaint, a proposed Final Judgment, a Stipulation and Order by which the parties have agreed to the Court's entry of the

proposed Final Judgment following compliance with the APPA, and a Motion to Enter the Stipulation and Order. The defendants have agreed not to consummate their transaction until the Court signs the Stipulation and Order. The Court's entry of the Stipulation and Order will enable it immediately to govern the parties' behavior relating to the transaction, until such time as the Final Judgment is entered pursuant to the APPA.

2. Plaintiff also will file a Competitive Impact Statement relating to the proposed Judgment [15 U.S.C. § 16 (b)].

3. The APPA requires the plaintiff publish the proposed Final Judgment and Competitive Impact Statement in the Federal Register and in certain newspapers at least sixty (60) days prior to entry of the Final Judgment. The notice will inform members of the public that they may submit comments about the Final Judgment to the United States Department of Justice, Antitrust Division [15 U.S.C. §§ 16(b)-(c)].

4. During the sixty (60) day period, plaintiff will consider, and at the close of that period respond to, any comments received, and it will publish the comments and responses in the Federal Register.

5. After the expiration of the sixty (60) day period, plaintiff will file with the Court the comments, the government's responses, and a Motion for Entry of the Final Judgment (unless the United States has decided to withdraw its consent to entry of the Final Judgment, as permitted by Paragraph 2 of the Stipulation) [see 15 U.S.C. § 16(d)].

6. At that time, pursuant to the APPA, 15 U.S.C. §§ 16(e)-(f), the Court may enter the Final Judgment without a hearing if it finds that the Final Judgment is in the public interest.

Dated: November 23, 1998

Respectfully Submitted,

 /s/
Renée Eubanks
U.S. Department of Justice
Antitrust Division
Merger Task Force
1401 H Street, NW, Suite 4000
(202) 307-0001

Certificate of Service

I, Renée Eubanks, hereby certify that, on November 25, 1998, I caused the foregoing document to be served on defendants Chancellor Media Corporation, Whiteco Industries and Metro Management Associates having a copy mailed, first-class, postage prepaid, to:

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_____/s/_____
Renée Eubanks